

# **Exhibit 321**

**RESOLUTION OF THE BLUE CROSS BLUE SHIELD ASSOCIATION BOARD OF DIRECTORS**

**April 27, 2021**

**WHEREAS**, there is presently pending against the Blue Cross Blue Shield Association (“BCBSA”) and its individual member Plans (the “Blue Plans” and, together with BCBSA, the “Blues”) multidistrict litigation consolidated in the Northern District of Alabama, *In re: Blue Cross Blue Shield Antitrust Litigation*, MDL 2406, No. 2:13-cv-20000-RDP (the “MDL”), which consists of a Subscriber Plaintiff track and a Provider Plaintiff track;

**WHEREAS**, on October 16, 2020, the Blues and the Subscriber Plaintiffs executed a proposed class settlement agreement in contemplated settlement of the Subscriber Plaintiff track of the MDL (the “Settlement Agreement”);

**WHEREAS**, Standard 10(2.2) of the BCBSA Guidelines to Administer Membership Standards Applicable to Regular Members currently provides that “[a]t least 66-2/3% of the annual Combined National Net Revenue of a Plan[] and its Licensable Controlled Affiliates attributable to health care plans and related services . . . must be sold, marketed, administered or underwritten under the Licensed Marks and Names” and Standard 6(G)(2.2) of the Guidelines to Administer the Controlled Affiliate License Agreement(s) and Standards contains an identical provision (collectively, the “National Best Efforts Requirement” or “NBE”);

**WHEREAS**, Paragraph 10 of the Settlement Agreement provides that “BCBSA and Settling Individual Blue Plans will eliminate and no longer enforce the National Best Efforts Requirement”;

**WHEREAS**, Paragraph 19 of the Settlement Agreement provides that the Blues “shall begin taking steps necessary to implement [elimination of NBE] upon entry of the Preliminary Approval Order” and “shall implement” such relief “as soon as practicable, but in no event later than 60 calendar days after the Effective Date” of the Settlement Agreement;

**WHEREAS**, on November 30, 2020, the U.S. District Court for the Northern District of Alabama issued an Order preliminarily approving the Subscriber settlement; and

**WHEREAS**, on April 27, 2021, the BCBSA Board of Directors met and voted to eliminate NBE, consistent with the requirements of the Settlement Agreement;

**NOW, THEREFORE, BE IT:**

**RESOLVED**, the National Best Efforts Requirement is hereby eliminated and shall no longer be enforced.

**SECRETARY'S CERTIFICATE**

The undersigned, as corporate secretary of Blue Cross and Blue Shield Association, hereby certifies that the above and foregoing is an accurate and complete representation of the vote taken by the BCBSA Board of Directors in support of the Resolution above at a meeting duly called and held on April 27, 2021, and that such vote and resolution have not been revised or repealed.

Blue Cross and Blue Shield Association

By:



W. Scott Nehs, Corporate Secretary

Dated: May 17, 2021